

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF TEXAS  
FORT WORTH DIVISION

ANTHOLOGY, INC.,	§	
	§	
Plaintiff,	§	
	§	
vs.	§	Civil Action No. 4:24-cv-279-P
	§	
TARRANT COUNTY COLLEGE	§	
DISTRICT,	§	
	§	
Defendant.	§	

**APPENDIX IN SUPPORT OF**  
**DEFENDANT TARRANT COUNTY COLLEGE DISTRICT'S**  
**MOTION TO DISMISS FOR LACK OF JURISDICTION AND**  
**FAILURE TO STATE A CLAIM AND BRIEF IN SUPPORT**

Pursuant to Local Rule 7.1(i), Defendant Tarrant County College District ("TCCD") files this appendix in connection with TCCD's Motion to Dismiss for Lack of Jurisdiction and Failure to State a Claim and Brief in Support.

Exhibit	Description	APP. #
A	Affidavit of Antonio Undrea Allen	001-002
A-1	Email correspondence between counsel for TCCD and counsel for Plaintiff Anthology, Inc.	003-011
A-2	Commissioner of Higher Education's certification dated October 1, 2021	012-013

Respectfully submitted,



---

Ryan Logan Valdez  
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CANTEY HANGER LLP  
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Telephone: (817) 877-2800  
Facsimile: (817) 877-2807

**ATTORNEYS FOR  
DEFENDANT TARRANT  
COUNTY COLLEGE DISTRICT**

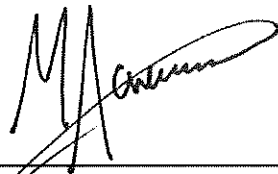
### **CERTIFICATE OF SERVICE**

I hereby certify that, on April 18, 2024, a true and correct copy of the foregoing document has been served by electronic mail on the following counsel of record for Plaintiff. In accordance with Rule 5 of the Federal Rules of Civil Procedure, Plaintiff's counsel consented to receive service via email.

Gregory A. Brassfield  
Jamie R. Drillette  
LYNN PINKER HURST & SCHWEGMANN LLP  
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Aravind Swaminathan  
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Deena O. Dulgerian  
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Los Angeles, California 90071  
[ddulgerian@orrick.com](mailto:ddulgerian@orrick.com)

  
\_\_\_\_\_  
Michael Ackerman

## Exhibit A

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF TEXAS  
FORT WORTH DIVISION

ANTHOLOGY, INC.,

Plaintiff,

vs.

TARRANT COUNTY COLLEGE  
DISTRICT,

Defendant.

§  
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Civil Action No. 4:24-CV-279-P

**AFFIDAVIT OF ANTONIO UNDREA ALLEN**

STATE OF TEXAS

TARRANT COUNTY

§  
§  
§

Before me, the undersigned notary, on this day personally appeared Antonio Undrea Allen, the affiant, a person whose identity is known to me. After I administered an oath, affiant testified as follows:

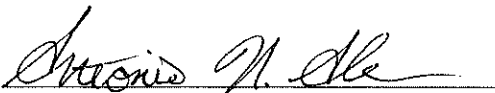
1. "My name is Antonio Undrea Allen. I have never been convicted of a felony or a crime of moral turpitude, and I am competent to make this affidavit. The facts stated in this affidavit are within my personal knowledge and are true and correct.
2. I have been licensed to practice law in Texas since November 2, 2012, and I am General Counsel for Defendant Tarrant County College District ("TCCD").
3. I submit this Affidavit in support of TCCD's Motion to Dismiss for Lack of Jurisdiction and Failure to State a Claim and Brief in Support.
4. Between Tuesday, March 26, 2024, and Thursday, March 28, 2024, I engaged in e-mail correspondence with Aravind Swaminathan, counsel for Anthology, Inc.

("Anthology") regarding the subject matter of this lawsuit. A true and correct copy of that e-mail correspondence is attached to this Affidavit as Exhibit A-1.

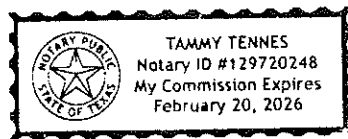
5. Anthology and TCCD have not completed the Formal Dispute Resolution Process under Chapter 2260 of the Texas Government Code.
6. Attached to this Affidavit as Exhibit A-2 is a true and correct copy of the Commissioner of Higher Education's most recent certification to the Texas Comptroller of Accounts listing TCCD as a public junior college eligible to receive state appropriated funds. I downloaded this document on April 16, 2024 from:

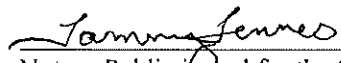
<https://reportcenter.highered.texas.gov/correspondence/commissioner-correspondence/certification-appropriations-public-community-junior-colleges/>

Further affiant sayeth naught."

  
Antonio U. Allen

SWORN AND SUBSCRIBED to before me on April 16, 2024.



  
Notary Public in and for the State of Texas

My commission expires: 2/20/2026

**Exhibit A-1**

**From:** ALLEN, ANTONIO  
**To:** Swaminathan, Aravind  
**Cc:** Heath, Jacob M.  
**Subject:** RE: TCCD Response to Anthology Notice of Intent to File Suit  
**Date:** Thursday, March 28, 2024 9:29:00 AM  
**Attachments:** image005.png

Mr. Swaminathan,

Because our position is that Anthology does not have a contractual or statutory right to seek resolution of its breach of contract claim in any court without first complying with Chapter 2260, we do not agree to accept service by email. I reiterate the college's readiness to engage in the exclusive procedure that is required by Texas law and was agreed upon by the parties in Section 16.3 of the Agreement.

Regards,

Antonio

**Antonio U. Allen**

Interim General Counsel  
Tarrant County College District | TRWF 1402A  
300 Trinity Campus Circle | Fort Worth, TX 76102  
817-515-5229 | Fax 817-515-5150  
[antonio.allen@tccd.edu](mailto:antonio.allen@tccd.edu) | [www.tccd.edu](http://www.tccd.edu)

**From:** Swaminathan, Aravind <aswaminathan@orrick.com>  
**Sent:** Thursday, March 28, 2024 9:02 AM  
**To:** ALLEN, ANTONIO <antonio.allen@tccd.edu>  
**Cc:** Heath, Jacob M. <jheath@orrick.com>  
**Subject:** RE: TCCD Response to Anthology Notice of Intent to File Suit

Thank you. Please let us know if you will accept service by email. Otherwise, we will dispatch a process server.

Aravind

**From:** ALLEN, ANTONIO <[antonio.allen@tccd.edu](mailto:antonio.allen@tccd.edu)>

**Sent:** Wednesday, March 27, 2024 12:03 PM

**To:** Swaminathan, Aravind <[aswaminathan@orrick.com](mailto:aswaminathan@orrick.com)>

**Cc:** Heath, Jacob M. <[jheath@orrick.com](mailto:jheath@orrick.com)>

**Subject:** Re: TCCD Response to Anthology Notice of Intent to File Suit

**[EXTERNAL]**

Mr. Swaminathan,

Thank you for your response.

A waiver of sovereign immunity under Texas Local Government Code § 271.152 applies only to “a local government entity,” and “unit of state government” is expressly excluded from the definition of “a local government entity.”

Tarrant County College District is an “institution of higher education” under section 61.003 of the Education Code, and such institutions are included in the definition of a “unit of state government,” and thus are not “local government entities.” See Tex. Educ. Code § 61.003; Tex. Gov’t Code § 2260.001; Tex. Loc. Gov’t Code § 271.151. Under the unambiguous language of the relevant statutes, Tarrant County College District is not a “local government entity” covered by § 271.152 of the Local Government Code.

Tarrant County College District reaffirms its willingness to engage in the formal dispute resolution process as required by Chapter 2260. But if Anthology refuses to abide by the contract and Texas state law by suing TCCD in federal court, we will seek dismissal, sanctions, and attorney fees.

Regards,  
Antonio

**Antonio U. Allen**

Interim General Counsel

Tarrant County College District | TRWF 1402A

300 Trinity Campus Circle | Fort Worth, TX 76102

817-515-5229 | Fax 817-515-5150

[antonio.allen@tccd.edu](mailto:antonio.allen@tccd.edu) | [www.tccd.edu](http://www.tccd.edu)

**From:** Swaminathan, Aravind <[aswaminathan@orrick.com](mailto:aswaminathan@orrick.com)>

**Sent:** Wednesday, March 27, 2024 12:34 PM

**To:** ALLEN, ANTONIO <[antonio.allen@tccd.edu](mailto:antonio.allen@tccd.edu)>

**Cc:** Heath, Jacob M. <[jheath@orrick.com](mailto:jheath@orrick.com)>

**Subject:** RE: TCCD Response to Anthology Notice of Intent to File Suit

Antonio,

None of these provisions cited in your email preclude Anthology from suing TCC in federal court today. Pursuant to Texas Local Government Code § 271.152, which is not referenced in your email, TCC has waived immunity from suit. *See* Tex. Loc. Gov't Code Ann. § 271.152 ("A local governmental entity that is authorized by statute or the constitution to enter into a contract and that enters into a contract subject to this subchapter waives sovereign immunity to suit for the purpose of adjudicating a claim for breach of the contract, subject to the terms and conditions of this subchapter."). Indeed, TCC's October 26, 2023, notice of termination letter acknowledges that TCC has waived immunity from suit under § 271.152, erroneously claiming that it did not waive immunity from liability for certain contract damages under § 271.153). Further, Anthology can sue TCC in federal court because TCC cannot condition its waiver of immunity on suit being brought in a particular forum. *See Tercero v. Texas Southmost Coll. Dist.*, 989 F.3d 291, 297–98 (5th Cir. 2021) ("While a state can condition its waiver of governmental immunity on jurisdictional prerequisites like pre-suit notice requirements, it cannot condition its waiver of immunity on a suit being brought in any forum other than a federal forum."). Moreover, TCC expressly agreed that any "claim arising out of or related to this Agreement, shall be maintained exclusively in the jurisdiction and venue of the United States federal courts sitting in the Northern District of Texas[.]" *See* MSA, Section 16.3.

To address the specific provisions cited in your email, Section 16.3 of MSA provides: "To the extent that the dispute resolution process provided for in Ch. 2260 and the related rules adopted by the Texas AG pursuant to Ch. 2260 **are required by applicable law to apply to this Agreement**, the process & rules of Ch. 2260 and the related rules adopted by the Texas AG pursuant to Ch. 2260, will be used by the Parties to attempt to resolve any claim for breach made by Anthology." MSA, Section 16.3 (emphasis added). Chapter 2260 of the Texas Government Code, and by extension Chapter 107 the Texas Civil Practices and Remedies Code, do not apply because TCC **has already waived immunity** from suit under Local Government Code § 271.152, which TCC conceded in invoking § 271.153 in its October 26, 2023 termination letter and in its failure to respond to our correspondence regarding the applicability of § 271.153. In any event, as you know, Anthology and TCC have previously engaged in extensive pre-suit dispute resolution efforts to no avail and further discussions appear to be futile given TCC's refusal to honor its contractual obligations, and in its decision to ignore my letter regarding settlement on March 5, 2024. Simply put, TCC cannot use Chapter 2260 as a stall tactic because it does not apply and the parties have already unsuccessfully engaged in pre-suit dispute resolution.

Anthology has complied with its obligations under the MSA and Texas law. Absent a change in TCC's position, we intend to file the complaint today.

Please let us know if you will agree to accept service by email.

Aravind

Aravind Swaminathan

Pronouns: he/him/his

Seattle (V)  
T +1-206-639-9157  
[aswaminathan@orrick.com](mailto:aswaminathan@orrick.com)





**From:** ALLEN, ANTONIO <[antonio.allen@tccd.edu](mailto:antonio.allen@tccd.edu)>  
**Sent:** Tuesday, March 26, 2024 3:28 PM  
**To:** Swaminathan, Aravind <[aswaminathan@orrick.com](mailto:aswaminathan@orrick.com)>  
**Cc:** Heath, Jacob M. <[jheath@orrick.com](mailto:jheath@orrick.com)>  
**Subject:** TCCD Response to Anthology Notice of Intent to File Suit  
**Importance:** High

**[EXTERNAL]**

Mr. Swaminathan,

I appreciate you letting me know that you intend to file suit on behalf of your client against Tarrant County College District ("TCCD") – a state agency – in federal court on Wednesday. Before filing suit, I would strongly encourage you to review the requirements of Section 16.3 of the Agreement, Chapter 2260 of the Texas Government Code, Chapter 68 of the Texas Administrative Code, and Chapter 107 of the Texas Civil Practices and Remedies Code. Tarrant County College District stands ready to engage in the formal dispute resolution process as required by Chapter 2260. However, if Anthology insists on violating the contract and Texas state law by suing TCCD in a forum with no jurisdiction over their claims, we will seek dismissal, sanctions, and attorney fees.

Also, in the future, please direct all communication regarding this matter to me only. Thank you.

Regards,

Antonio

**Antonio U. Allen**

Interim General Counsel

Tarrant County College District | TRWF 1402A

300 Trinity Campus Circle | Fort Worth, TX

76102

817-515-5229 | Fax 817-515-5150

[antonio.allen@tccd.edu](mailto:antonio.allen@tccd.edu) |

[www.tccd.edu](http://www.tccd.edu)

**From:** Swaminathan, Aravind <[aswaminathan@orrick.com](mailto:aswaminathan@orrick.com)>

**Sent:** Tuesday, March 26, 2024 1:32 PM

**To:** ALLEN, ANTONIO <[antonio.allen@tccd.edu](mailto:antonio.allen@tccd.edu)>

**Cc:** Heath, Jacob M. <[jheath@orrick.com](mailto:jheath@orrick.com)>; LEBLANC, ELVA

<[elva.leblanc@tccd.edu](mailto:elva.leblanc@tccd.edu)>; BRACKEN, CAROL

<[CAROL.BRACKEN@tccd.edu](mailto:CAROL.BRACKEN@tccd.edu)>

**Subject:** RE: Letter from Anthology to TCC -- Subject to FRE 408

Mr. Allen,

We anticipate filing the attached complaint and related materials on Wednesday afternoon. Please let us know if you will agree to accept service by email and/or if our communications should be directed to your outside counsel.

Aravind

**From:** Swaminathan, Aravind <[aswaminathan@orrick.com](mailto:aswaminathan@orrick.com)>

**Sent:** Tuesday, March 5, 2024 4:45 PM

**To:** [Elva.leblanc@tccd.edu](mailto:Elva.leblanc@tccd.edu); [CAROL.BRACKEN@tccd.edu](mailto:CAROL.BRACKEN@tccd.edu)

**Cc:** [Antonio.allen@tccd.edu](mailto:Antonio.allen@tccd.edu); Heath, Jacob M.

<[jheath@orrick.com](mailto:jheath@orrick.com)>

**Subject:** Letter from Anthology to TCC -- Subject to FRE 408

Dr. LeBlanc and Ms. Bracken,

Please see the attached letter and enclosure.

Aravind

Aravind Swaminathan

Pronouns he/him/his

<image001.jpg>

Seattle

T +1-206-639-9157

[aswaminathan@orrick.com](mailto:aswaminathan@orrick.com)

<image002.png>

<image003.jpg>

<image005.jpg>

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**Exhibit A-2**  
**TEXAS HIGHER EDUCATION  
COORDINATING BOARD**

*P.O. Box 12788 Austin, Texas 78711*

October 1, 2021

Fred Farias III, O.D.  
CHAIR

Donna N. Williams  
VICE CHAIR

Ricky A. Raven  
SECRETARY OF THE BOARD

Matthew B. Smith  
STUDENT REPRESENTATIVE

S. Javard Anwar  
Richard L. Clemmer  
Robert P. Gauntt  
Emma W. Schwartz  
R. Sam Torn  
Welcome Wilson, Jr.

Harrison Keller, Ph.D.  
COMMISSIONER  
OF HIGHER EDUCATION

(512) 427-6101  
Fax (512) 427-6127

Web site:  
<http://www.highered.texas.gov>

The Honorable Glenn Hegar  
Texas Comptroller of Public Accounts  
Lyndon B. Johnson State Office Building  
111 E. 17th Street  
Austin, Texas 78774

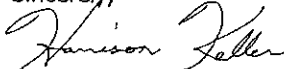
Dear Comptroller Hegar:

In accordance with Section 61.063 and Section 130.003 of the Texas Education Code, this letter and the enclosed list serve as certification that Texas public community colleges have certified their compliance with the standards, rules and regulations prescribed by the Texas Higher Education Coordinating Board.

Each college named in the attached list is eligible to receive the state appropriated funds as stipulated in the General Appropriations Act, enacted by the 87th Texas Legislature, Regular Session. Actual appropriations to public community/junior colleges are subject to downward adjustments if, during any investigation, the college is not in compliance.

Please let me know if I can provide any additional information concerning the disbursement of these funds.

Sincerely,

  
Harrison Keller, PhD

Enclosure

cc: Lisa Collier, First Assistant State Auditor and Acting State Auditor  
Rey Rodriguez  
Liz Bolin  
Nichole Bunker Henderson  
Ray Martinez

AN EQUAL OPPORTUNITY EMPLOYER

APP. 012

Texas Higher Education Coordinating Board  
List of Texas Public Community/Junior Colleges

Alamo Colleges	Texarkana College
Alvin Community College	Texas Southmost College
Amarillo College	Trinity Valley Community College
Angelina College	Tyler Junior College
Austin Community College District	Vernon College
Blinn College	Victoria College
Brazosport College	Weatherford College
Central Texas College	Western Texas College
Cisco College	Wharton County Junior College
Clarendon College	
Coastal Bend College	
College of the Mainland	
Collin College	
Dallas County Community College District	
Del Mar College	
El Paso Community College	
Frank Phillips College	
Galveston College	
Grayson College	
Hill College	
Houston Community College	
Howard College	
Kilgore College	
Laredo College	
Lee College	
Lone Star College System	
McLennan Community College	
Midland College	
Navarro College	
North Central Texas College	
Northeast Texas Community College	
Odessa College	
Panola College	
Paris Junior College	
Ranger College	
San Jacinto College District	
South Plains College	
South Texas College	
Southwest Texas Junior College	
Tarrant County College District	
Temple College	

10/2021